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2      Entered on Docket  
3      March 11, 2009  
4

A handwritten signature in black ink, appearing to read "R. Linda Riegle".

Hon. Linda B. Riegle  
United States Bankruptcy Judge

5      **LEWIS AND ROCA LLP**

6      Rob Charles (NV 6593)  
7      John Hinderaker (AZ 018024)  
8      3993 Howard Hughes Parkway, Ste. 600  
9      Las Vegas, Nevada 89169-5996  
10     Telephone (520) 629-4427  
11     Facsimile (520) 879-4705  
12     Email: [rcharles@lrlaw.com](mailto:rcharles@lrlaw.com)  
13     [jhinderaker@lrlaw.com](mailto:jhinderaker@lrlaw.com)

14     *Attorneys for USACM Liquidating Trust*

15      **UNITED STATES BANKRUPTCY COURT**

16      **DISTRICT OF NEVADA**

17     In re:

18     USA COMMERCIAL MORTGAGE COMPANY,

19     USA CAPITAL REALTY ADVISORS, LLC,<sup>1</sup>

20     USA CAPITAL DIVERSIFIED TRUST DEED  
21     FUND, LLC,

22     USA CAPITAL FIRST TRUST DEED FUND, LLC,<sup>2</sup>

23     USA SECURITIES, LLC,<sup>3</sup>

24     *Debtors.*

25     Case No. BK-S-06-10725-LBR  
26     Case No. BK-S-06-10726-LBR<sup>1</sup>  
1     Case No. BK-S-06-10727-LBR  
2     Case No. BK-S-06-10728-LBR<sup>2</sup>  
3     Case No. BK-S-06-10729-LBR<sup>3</sup>

2      **CHAPTER 11**

3      Jointly Administered Under  
4      Case No. BK-S-06-10725 LBR

5      **ORDER SUSTAINING THIRD OMNIBUS  
6      OBJECTION OF USACM TRUST TO  
7      PROOFS OF CLAIM BASED UPON  
8      PALM TERRACE LITIGATION**

9      Hearing Date: February 20, 2009  
10     Hearing Time: 9:30 a.m.

11     **Affects:**

- All Debtors
- USA Commercial Mortgage Company
- USA Capital Realty Advisors, LLC
- USA Capital Diversified Trust Deed Fund, LLC
- USA Capital First Trust Deed Fund, LLC
- USA Securities, LLC

1     <sup>1</sup> This bankruptcy case was closed on September 23, 2008.

2     <sup>2</sup> This bankruptcy case was closed on October 12, 2007.

3     <sup>3</sup> This bankruptcy case was closed on December 21, 2007.

1       The Court having considered the "Third Omnibus Objection of USACM Trust To  
2 Proofs of Claim Based Upon Palm Terrace Litigation" [Docket No. 6754] (the  
3 "Objection"); with appearances as set forth in the record at the hearing noted above;  
4 appropriate notice of the Objection having been given; with one response to the Objection  
5 having been filed by Wow Enterprises, Inc.; and good cause appearing:

6       **IT IS HEREBY ORDERED** that:

7       1.       The Objection is sustained in full as to all of the claims listed on Exhibit A  
8 to this order except Claim No. 10725-01056 filed by Wow Enterprises, Inc.  
9       As to Claim No. 10725-01056 filed by Wow Enterprises, Inc. the Objection  
10 is sustained in part;  
11      2.       The claims listed on Exhibit A, except for Claim No. 10725-01056 filed by  
12 Wow Enterprises, Inc., are disallowed in their entirety. Claim No. 10725-  
13 01056 filed by Wow Enterprises, Inc. is a claim for \$2,000,000 and it is  
14 disallowed to the extent it exceeds \$184,965.74.  
15      3.       The Court will hold a scheduling conference for what remains of the  
16 Objection to Claim No. 10725-01056 filed by Wow Enterprises, Inc. on  
17 April 10, 2009 at 9:30.  
18      4.       The parties will submit a joint scheduling memorandum at least three days  
19 before the scheduling conference.

20      PREPARED AND RESPECTFULLY SUBMITTED BY:

21      **LEWIS AND ROCA LLP**

22      By /s/ John Hinderaker (018024)

23            Rob Charles

24            John Hinderaker

25            3993 Howard Hughes Parkway, Ste. 600  
26            Las Vegas, Nevada 89169-5996

25            Telephone: (520) 629-4427

26            Facsimile: (520) 879-4705

*Attorneys for USACM Liquidating Trust*

LEWIS  
AND  
ROCA  
LLP  
LAWYERS

1 APPROVED/DISAPPROVED

2

3 By: \_\_\_\_\_

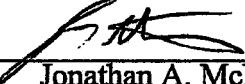
4 August Landis

5 Assistant United States Trustee

6

7 APPROVED/DISAPPROVED

8

9 By: 

10 Jonathan A. McMahon

11 Bruce Pionkowski

12 Tingley Pionkowski LLP

13 Attorneys for Palm Terrace Claimants

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1 In accordance with Local Rule 9021, the undersigned certifies:

2  The Court waived the requirements of LR 9021.

3  No parties appeared or filed written objections, and there is no trustee appointed  
4 in this case.

5  I have delivered a copy of this proposed order to all counsel who appeared at the  
6 hearing, any unrepresented parties who appeared at the hearing, and any trustee  
7 appointed in this case, and each has approved or disapproved the order, or failed  
to respond, as indicated below (list each party and whether the party has  
approved, disapproved, or failed to respond to the document):

8 U.S. Trustee:	
9 <input type="checkbox"/> approved the form of this order	<input type="checkbox"/> disapproved the form of this order
10 <input type="checkbox"/> waived the right to review the order and/or	<input checked="" type="checkbox"/> failed to respond to the document
11 Other Party: Bruce Piontkowski	
12 <input checked="" type="checkbox"/> approved the form of this order	<input type="checkbox"/> disapproved the form of this order
13 <input type="checkbox"/> waived the right to review the order and/or	<input type="checkbox"/> failed to respond to the document

14 ####

15 Submitted by:

16 **LEWIS AND ROCA LLP**

18 By: /s/ JH (#018024)

19 Rob Charles  
John Hinderaker  
20 *Attorneys for USACM Liquidating Trust*

## EXHIBIT A

**USA – PALM TERRACE CLAIMS**

<b><u>Claimant's Name and Address</u></b>	<b><u>Claim #</u></b>	<b><u>Claim Amount</u></b>
Palm Terrace Llc c/o Curtis R. Tingley / Bruce Pionkowski ROPERS, MAJESKI, KOHN & BENTLEY 80 North First Street San Jose, CA 95113-1201	10725-01052	\$2,000,000.00
First Interstate Resource Management Inc c/o Curtis R. Tingley / Bruce Pionkowski ROPERS, MAJESKI, KOHN & BENTLEY 80 North First Street San Jose, CA 95113-1201	10725-01053	\$2,000,000.00
Fidelity Management Alliance Inc c/o Curtis R. Tingley / Bruce Pionkowski ROPERS, MAJESKI, KOHN & BENTLEY 80 North First Street San Jose, CA 95113-1201	10725-01054	\$2,000,000.00
Global Property Network Inc c/o Curtis R. Tingley / Bruce Pionkowski ROPERS, MAJESKI, KOHN & BENTLEY 80 North First Street San Jose, CA 95113-1201	10725-01055	\$2,000,000.00
Wow Enterprises Inc c/o Curtis R. Tingley / Bruce Pionkowski ROPERS, MAJESKI, KOHN & BENTLEY 80 North First Street San Jose, CA 95113-1201	10725-01056	\$2,000,000.00
Catalyst Funding Corporation c/o Curtis R. Tingley / Bruce Pionkowski ROPERS, MAJESKI, KOHN & BENTLEY 80 North First Street San Jose, CA 95113-1201	10725-01057	\$2,000,000.00
Advisor Financial Alliance c/o Curtis R. Tingley / Bruce Pionkowski ROPERS, MAJESKI, KOHN & BENTLEY 80 North First Street San Jose, CA 95113-1201	10725-01058	\$2,000,000.00
Gray, Russell c/o Curtis R. Tingley / Bruce Pionkowski ROPERS, MAJESKI, KOHN & BENTLEY 80 North First Street San Jose, CA 95113-1201	10725-01059	\$2,000,000.00